

EXHIBIT 138

Excerpts from the Deposition of Shannon Knapp

UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA

Cung Le, Nathan Quarry, Jon)
Fitch, on behalf of)
themselves and all others)
similarly situated,)
)
Plaintiffs,)
)
v.) Lead Case No.
) 2:15-cv-01045-RFB- (PAL)
Zuffa, LLC, d/b/a Ultimate)
Fighting Championship and)
UFC,)
)
Defendant.)
_____)

CONFIDENTIAL

VIDEOTAPED DEPOSITION OF SHANNON KNAPP

KANSAS CITY, MISSOURI

April 11, 2017

9:13 a.m.

Reported By:
Kay Merley, RMR, CRR
Job No. 49614

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<p style="text-align: right;">218</p> <p>1 comes to all female, you know, I think there 2 was a promotion years -- you know, maybe five, 3 six years ago that threw a few fights here and 4 there, but nothing that's been steady, like 5 what we do at Invicta. 6 Q. And how long have men's MMA promotions been in 7 existence? 8 A. Oh, a long time, long time. I mean, early 9 '90s, maybe sooner. I wasn't involved back 10 then, so... 11 Q. Would you say that women's MMA promoters or 12 the business of promoting MMA fights for women 13 is more of a nascent industry right now? 14 A. Possibly, yeah. 15 Q. At one point I think you were talking about 16 the success of a recent Invicta event, and I 17 think you talked about how it had gone up 18 against March Madness. 19 A. Yeah, pretty cool. 20 Q. When you're competing for eyeballs for an 21 audience, do you compete with Sports Center 22 too? 23 A. I think you're competing with everybody when 24 you're trying to get the eyeballs, you know, I 25 mean, everything, even reality series. You</p>	<p style="text-align: right;">220</p> <p>1 male and female, you know, my mother's -- 2 women love it that are my mom's age, so, yeah, 3 I think it's all over the board. 4 Q. When you're competing for fighters to bring in 5 fighters, which promoters do you compete with 6 to -- when you're trying to sign a fighter? 7 A. Everybody a little bit to a degree, you know. 8 Some are more aggressive. You know, I have 9 more competition with certain ones. You know, 10 can maneuver and do things that are not so 11 nice, but, yeah, you compete a little bit 12 about everybody. Even a little bit with the 13 UFC, even though we're on Fight Pass, there's 14 still going to be an athlete that they see, I 15 see, and we're both going to try to sign the 16 athlete. 17 Q. So if you know that UFC is trying to sign an 18 athlete, that doesn't stop you from trying to 19 sign the athlete? 20 A. Heck, no. I don't put UFC out in my 21 contracts. I'm not a feeder. I -- you know, 22 I really want to make this clear. I run my 23 promotion differently than all the other 24 promotions out there. You know, I can't ask 25 my athletes to fight hard for me if I'm not</p>
<p style="text-align: right;">219</p> <p>1 know, you're trying to get -- but to me, 2 you're kind of competing with everybody that's 3 got something going on that night. 4 Q. Is there a specific demographic that you're 5 targeting? 6 A. Not really. I mean, you've got your typical 7 18 to 35, but you kind of target everybody. 8 We're all over the board. 9 Q. When you were working at Strikeforce, was 10 there a demographic that you were targeting? 11 A. 18-to-35-year-old male. 12 Q. Would that be a difference between your 13 promotion and other promotions that tended to 14 have a focus on men's -- 15 A. Yeah. 16 Q. -- men's MMA promotions? 17 A. Yeah. 18 MR. RAYHILL: Objection, calls for 19 speculation. 20 A. You know, I think that it's pretty standard 21 across the board on the male side of the 22 sport. I think for us, at Invicta, you know, 23 I can look at our audience, and I can see 24 that, you know, 18 to 35, the young kids, the 25 mature -- what I consider mature audience with</p>	<p style="text-align: right;">221</p> <p>1 willing to fight hard for them and give them 2 the opportunities they're looking for. And I 3 assure you, every one of them wants to be in 4 the UFC. You know, it's not like anybody's 5 poaching or anybody's trying to take. This is 6 the dream, you know. 7 Q. When you say that everybody wants to be in the 8 UFC, is that because UFC has restricted the 9 ability of other promoters to compete, or is 10 it because of something unique to the UFC? 11 A. I think it's the Broadway, it's the Q-Tip, 12 it's the Kleenex, it's the big stage that we 13 all look at, you know. This day and age, I 14 mean, there's a lot of options out there these 15 days, a lot of options, a lot more than there 16 were years and years ago, but there are 17 definitely options, and, you know, I don't 18 know why each one wants to, but it's something 19 that's important to them, you know. 20 Q. So my question was is in any way UFC's ability 21 to be attractive to professional MMA fighters 22 a function of UFC doing things to hurt 23 other -- 24 A. No. 25 Q. -- fighters?</p>

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<p style="text-align: right;">222</p> <p>1 MR. RAYHILL: Objection, calls for 2 speculation. 3 A. I mean, no, I don't see that. I mean, I don't 4 see that. 5 Q. (By Mr. Widnell) Has UFC ever done anything to 6 harm Invicta's ability to compete? 7 A. No. Actually, they've been really good, you 8 know, in the business relationship, been 9 really good. Never stopped me, you know -- 10 yeah, I have nothing to complain. If I did, I 11 would tell you. 12 Q. Did UFC ever do anything to harm Strikeforce 13 while you were working at Strikeforce to your 14 knowledge? 15 A. Not that I saw. I mean, you always get that 16 rumor stuff, but never anything that, you 17 know, like a direct shot. 18 Q. Okay. Did UFC ever do anything to your 19 knowledge to harm Affliction while you were 20 working at Affliction? 21 A. Not that, you know, not that I'm -- both 22 companies bickered, but, like I told you 23 before, Todd would get drunk and do things. 24 It wasn't like, you know, I mean... 25 Q. And did UFC to your knowledge do anything to</p>	<p style="text-align: right;">224</p> <p>1 go to Bellator on occasion. Would that be -- 2 would they go and fight for Bellator while 3 they were still under a contract with you? 4 A. Uh-huh, I have a couple that are going to 5 fight over there every once in a while. 6 Q. So are those -- are those fighters who are 7 fighting for Bellator currently under contract 8 with you? 9 A. Yeah, and what they are is, once again, it's 10 that regional thing where Bellator will go 11 into market, maybe one of my athletes are 12 there, so they'll compete on the card and sell 13 tickets or something. 14 Q. Do you regard that as co-promotion? 15 A. No, no. 16 Q. Would you describe yourself as someone who's 17 knowledgeable of the MMA industry? 18 A. Yeah. 19 Q. Is the term "elite professional MMA fighter" 20 widely understood within the MMA industry? 21 MR. RAYHILL: Objection. Calls for 22 speculation. 23 A. Repeat that just so I make sure I have a real 24 grasp of what you're saying. 25 Q. (By Mr. Widnell) Sure. Is the term "elite</p>
<p style="text-align: right;">223</p> <p>1 harm IFC while you worked at IFC? 2 A. No, not that -- 3 MR. RAYHILL: Objection, IFL. 4 THE WITNESS: It's IFL. 5 MR. WIDNELL: I'm sorry, IFL. 6 THE WITNESS: That's okay. 7 Q. (By Mr. Widnell) I think you also -- you spoke 8 about using Jewel fighters. When you have a 9 fighter from Jewel that you use in an event, 10 does that fighter, then, typically go back to 11 fight for Jewel, or do you try to hire that 12 fighter? 13 A. No, I have a contract with them as well, but I 14 also -- they fight, you know, if the 15 opportunity comes there. 16 Q. When a fighter for Jewel fights for you at an 17 event, do you regard that as co-promoting? 18 A. Actually, no. I mean, once again, my 19 definition of co-promoting is more of the 20 billing. You know, that's what I think of is 21 you co-promote it like that, and I don't give 22 any kind of billing. Technically we are. You 23 know, if they have a contract there too, we're 24 co-promoting, but not... 25 Q. And you also spoke about your fighters would</p>	<p style="text-align: right;">225</p> <p>1 professional MMA fighter" widely understood 2 within the MMA industry? 3 A. I would think so. 4 Q. Do you know what that term means? 5 A. I know what I perceive it to mean. I mean, to 6 me an elite professional is one of our 7 top-tier MMA athletes. 8 Q. Do you think that other people would share 9 your perspective of what that term means? 10 MR. RAYHILL: Speculation, objection. 11 A. I mean, the educated, you know, part of the 12 sport, you know, would definitely say that. I 13 mean, a typical fan, I don't know if they'd 14 know the difference if you're an MMA fighter 15 or if you're an elite. 16 Q. (By Mr. Widnell) So using that term, would you 17 say that all UFC fighters are elite 18 professional MMA fighters? 19 MR. RAYHILL: Objection, calls for 20 speculation. 21 A. I would think that most people that compete 22 there, you know, are at a higher level. But 23 in my opinion, you know, it's going to be the 24 A level that I consider to be the elite MMA. 25 Q. (By Mr. Widnell) So if I heard you correctly,</p>

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<p style="text-align: right;">226</p> <p>1 it sounds like from your opinion, not all 2 fighters -- 3 A. No, like I say, it may be that way, but, yeah, 4 I don't think all of them are. But that's my 5 opinion based on, you know, if you got a new 6 guy coming in, is he elite yet? No, I think 7 he needs to prove himself a little more. So 8 just my opinion. 9 Q. All right. Would you say that some of your 10 fighters in Invicta are elite MMA professional 11 fighters? 12 A. Yes. 13 Q. Would you say that some Bellator fighters are 14 elite professional MMA fighters? 15 A. Yeah, I mean, yeah, we all have that A level, 16 that top tier. Every promotion has it, 17 whatever that is in that promotion, but yeah. 18 Q. So would you say regional promoters have elite 19 professional MMA fighters? 20 A. Well, some, you know. I think that -- I think 21 each is going to classify on their own 22 promotion that it's elite for them, but, yeah, 23 I mean, Bellator and the UFC have -- have the 24 highest profile of athletes. 25 Q. How about WSOF, would you say they have elite</p>	<p style="text-align: right;">228</p> <p>1 You have to be competitively matched and -- in 2 eight fights, could you do it? Sure, if 3 you're fighting high-quality fights, but I 4 think it's hard to put kind of a gauge on 5 that. 6 MR. WIDNELL: I think we're done. Do 7 you have anything more? 8 MR. RAYHILL: Take a five-minute 9 break. 10 MR. WIDNELL: Sure. 11 THE VIDEOGRAPHER: Stand by, please. 12 Going off record 3:57 p.m. 13 (A recess was taken.) 14 THE VIDEOGRAPHER: Resuming record at 15 3:58 p.m. 16 MR. RAYHILL: Plaintiffs have no 17 further questions. 18 MR. WIDNELL: Defendants have no 19 further questions. 20 MR. DURBIN: The witness will read 21 and sign, and we will exercise our right to a 22 21-day review to mark it confidential or 23 highly confidential for attorneys' eyes only 24 in different parts of the transcript. Once we 25 have that transcript, we'll start that clock.</p>
<p style="text-align: right;">227</p> <p>1 professional MMA fighters? 2 A. They've got a couple in there, yeah. 3 Q. How about ONE, would you say they have 4 elite -- 5 A. Oh, I forgot about them. Oh, yeah, I forgot 6 about that promotion. Yeah, I'd definitely 7 say they do. They're doing extremely well. 8 Q. How about a promotion like ACD, would you say 9 that they have elite professional MMA 10 fighters? 11 A. I've never even heard from them, but, okay, 12 yeah, don't think so. I mean, maybe, what 13 they deem, you know. 14 Q. If they were -- if they were winning fighters 15 from the UFC, would that make you think that 16 they might -- 17 A. If they were what? 18 Q. If they were able to win fighters that the UFC 19 was also bidding for, would that make you 20 think -- 21 A. Possibly, yeah. I mean... 22 Q. How quickly can you become an elite 23 professional MMA fighter? 24 A. How quickly? Strange -- I mean, you have to 25 be able to fight top-tier talent, you know.</p>	<p style="text-align: right;">229</p> <p>1 THE VIDEOGRAPHER: Stand by, please. 2 End time 3:58 p.m. 3 4 (Time Noted: 3:58 p.m.) 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25</p>

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<p style="text-align: right;">230</p> <p>1 STATE OF _____)</p> <p>2) :ss</p> <p>3 COUNTY OF _____)</p> <p>4</p> <p>5</p> <p>6</p> <p>7 I, SHANNON KNAPP, the witness</p> <p>8 herein, having read the foregoing</p> <p>9 testimony of the pages of this deposition,</p> <p>10 do hereby certify it to be a true and</p> <p>11 correct transcript, subject to the</p> <p>12 corrections, if any, shown on the attached</p> <p>13 page.</p> <p>14</p> <p>15 _____</p> <p>16 SHANNON KNAPP</p> <p>17</p> <p>18</p> <p>19</p> <p>20 Sworn and subscribed to before</p> <p>21 me, this _____ day of</p> <p>22 _____, 2017.</p> <p>23</p> <p>24 _____</p> <p>25 Notary Public</p>	<p style="text-align: right;">232</p> <p>1 INSTRUCTIONS TO WITNESS</p> <p>2</p> <p>3 Please read your deposition over carefully</p> <p>4 and make any necessary corrections. You should state</p> <p>5 the reason in the appropriate space on the errata</p> <p>6 sheet for any corrections that are made.</p> <p>7 After doing so, please sign the errata sheet</p> <p>8 and date it.</p> <p>9 You are signing same subject to the changes</p> <p>10 you have noted on the errata sheet, which will be</p> <p>11 attached to your deposition.</p> <p>12 It is imperative that you return the original</p> <p>13 errata sheet to the deposing attorney within thirty</p> <p>14 (30) days of receipt of the deposition transcript by</p> <p>15 you. If you fail to do so, the deposition transcript</p> <p>16 may be deemed to be accurate and may be used in court.</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>
<p style="text-align: right;">231</p> <p>1 C E R T I F I C A T E</p> <p>2</p> <p>3 I, Kay L. Merley, a Certified Court</p> <p>4 Reporter of the State of Missouri, do hereby</p> <p>5 certify:</p> <p>6 That prior to being examined, the witness</p> <p>7 was first duly sworn;</p> <p>8 That said deposition was taken down by me</p> <p>9 in shorthand at the time and place hereinbefore</p> <p>10 stated and was thereafter reduced to typewriting</p> <p>11 under my direction;</p> <p>12 That the foregoing transcript is a true</p> <p>13 record of the testimony given by said witness;</p> <p>14 That I am not a relative or employee or</p> <p>15 attorney or counsel of any of the parties or a</p> <p>16 relative or employee of such attorney or counsel</p> <p>17 or financially interested in the action.</p> <p>18 Witness my hand and seal this 25th day of</p> <p>19 April, 2017.</p> <p>20</p> <p>21</p> <p>22</p> <p>23 Kay L. Merley</p> <p>24 Missouri Supreme Court</p> <p>25 Certified Court Reporter, #822</p>	<p style="text-align: right;">233</p> <p>1 E R R A T A</p> <p>2</p> <p>3</p> <p>4</p> <p>5 I wish to make the following changes,</p> <p>6 for the following reasons:</p> <p>7</p> <p>8 PAGE LINE</p> <p>9 _____ CHANGE: _____</p> <p>10 REASON: _____</p> <p>11 _____ CHANGE: _____</p> <p>12 REASON: _____</p> <p>13 _____ CHANGE: _____</p> <p>14 REASON: _____</p> <p>15 _____ CHANGE: _____</p> <p>16 REASON: _____</p> <p>17 _____ CHANGE: _____</p> <p>18 REASON: _____</p> <p>19 _____ CHANGE: _____</p> <p>20 REASON: _____</p> <p>21</p> <p>22 _____</p> <p>23 WITNESS' SIGNATURE DATE</p> <p>24</p> <p>25</p>